

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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**GEOFFREY OSBERG** :  
:  
**On behalf of himself and on** :  
**behalf of all others similarly situated,** :  
:  
**Plaintiff,** :  
:  
**- against -** :  
:  
**FOOT LOCKER, INC.,** :  
:  
**FOOT LOCKER RETIREMENT PLAN,** :  
:  
**Defendants.** :  
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**[PROPOSED] FINAL JUDGMENT**

In accordance with the Court's September 29, 2015 Opinion and Order (Dkt. 393, as amended) ("Order"), it is hereby ORDERED and ADJUDGED as follows:

1. For the reasons set forth in the Court's Order, the Foot Locker Retirement Plan is hereby reformed to provide the "A" plus "B" pension benefit described in the Court's Order, net of any court-approved adjustments that will be specified in an amended final judgment following the adjudication of Plaintiff's and Class counsel's motion for an award under ERISA § 502(g)(1), 29 U.S.C. § 1132(g)(1) and/or the common benefit doctrine of attorneys' fees and expenses and incentive payments for the named plaintiff and testifying class members.

2. Specifically, the Plan is hereby reformed to provide additional benefits to each Participant member of the Class equal to (1) the excess, if any, of the A plus B benefits described in Section II.G of the Court's Order, over any such benefits already paid to the Participant; plus (2) prejudgment interest at a rate of 6% on any amounts due retirees for prior payments; minus (3) the Participant's allocable share of any approved common benefit attorney's fees and

expenses, and any approved incentive payments for the named plaintiff and testifying class members, as ordered by the Court.

3. The Court orders and enjoins Foot Locker to enforce the Plan as thus reformed. However, the remedies provided in this Final Judgment are stayed to allow Defendants to pursue an appeal, including any certiorari petition. In addition, briefing and notice to the Class of Plaintiff's and Class counsel's motion for an award under ERISA § 502(g)(1), 29 U.S.C. § 1132(g)(1) and/or the common benefit doctrine of attorneys' fees and expenses and incentive payments approved for the named plaintiff and testifying class members is also stayed until 90 days after issuance of the Mandate from the Court of Appeals for the Second Circuit if there is an appeal, or 30 days after disposition (meaning petition is denied or the case is resolved if granted) of a certiorari petition to the United States Supreme Court if one is filed, or for 90 days if no notice of appeal is filed within 30 days of the entry of this Final Judgment.

SO ORDERED.

Dated: New York, New York  
October \_\_, 2015

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KATHERINE B. FORREST  
United States District Judge